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BATTLE & BOOTHE LLP**

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Richmond, Virginia 23219-4030
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Jan C. McGee
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Direct Dial: 804-775-7586
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October 21, 1998

BY HAND

Ms. Kim Monk
Clerk's Office
State Corporation Commission
1300 East Main Street
Richmond, VA 23219

981021 0514

**McCAM, INC.
Articles of Incorporation**

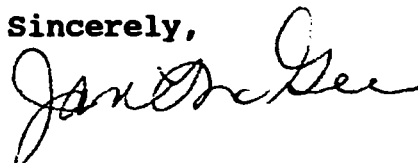
Dear Kim:

Enclosed for filing are Articles of Incorporation for McCam, Inc., together with a check for \$1,025.00.

I request that the Articles be made effective today. When the Clerk's evidence becomes available, please call me for messenger pickup.

Thank you for your assistance.

Sincerely,



Jan C. McGee
Legal Assistant

1000
25/1025
Enclosures

cc: Robert E. Stroud, Esq.

EXPEDITE -R

will pick up at
4:00

Call 775-7767 Juanita Suggs

10/21/98
mm

www.mwbb.com

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CLINTON MILLER
CHAIRMAN

THEODORE V. MORRISON, JR.
COMMISSIONER

HULLIHEN WILLIAMS MOORE
COMMISSIONER

COMMONWEALTH OF VIRGINIA



WILLIAM J. BRIDGE
CLERK OF THE COMMISSION
P.O. BOX 1197
RICHMOND, VIRGINIA 23218-1197

STATE CORPORATION COMMISSION

October 21, 1998

JAN C MCGEE
MCGUIRE WOODS ET AL
ONE JAMES CENTER
901 EAST CARY ST
RICHMOND, VA 23219

RE: M.CAM, Inc.
ID: 0510537 - 4
DCN: 98-10-21-0514

This is your receipt for \$1,025.00 covering the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is October 21, 1998.

Sincerely yours,

William J. Bridge
Clerk of the Commission

CORPACPT
CIS20317

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

October 21, 1998

The State Corporation Commission has found the accompanying
articles submitted on behalf of

M.CAM, Inc.

to comply with the requirements of law, and confirms payment of
all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of
incorporation in the Office of the Clerk of the Commission,
effective October 21, 1998.

The corporation is granted the authority conferred on it by law in
accordance with the articles, subject to the conditions and
restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT
CIS20317
98-10-21-0514

M•CAM, INC.
ARTICLES OF INCORPORATION

ARTICLE I
NAME

1.1. Name. The name of the Corporation is M•CAM, Inc. (the "Corporation").

1.2. Initial Directors. The following persons are to serve as the initial directors of the Corporation:

<u>Name</u>	<u>Address</u>
David E. Martin	414 East Market Street, Suite B Charlottesville, VA 22902
Carlton Dixon	Pantops Professional Center 1575 State Farm Blvd., Suite 5 Charlottesville, VA 22911
Gordon T. Winfield, Jr.	1595 Riverwood Dr. Lancaster, VA 22503

ARTICLE II
PURPOSE

The Corporation is organized to engage in any lawful business not required by the Virginia Stock Corporation Act to be specifically stated in the Articles of Incorporation.

ARTICLE III
AUTHORIZED SHARES

3.1. Number and Designation. The Corporation shall have authority to issue five hundred thousand (500,000) shares of capital stock, all of which shall be shares of common stock, par value \$0.01 per share ("Common Stock").

3.2. Preemptive Rights. No holder of outstanding shares of the Corporation's capital stock shall have any preemptive right with respect to, or to subscribe for or purchase: (i) any shares of any class of the Corporation, whether now or hereafter authorized, (ii) any warrants, rights or options to purchase any such shares, or (iii) any

obligations convertible into any such shares or into warrants, rights or options to purchase any such shares.

ARTICLE IV REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation, which is located in the City of Charlottesville, Virginia, is, c/o McGuire, Woods, Battle & Boothe LLP, 418 East Jefferson Street, P. O. Box 1288, Charlottesville, Virginia 22902. The initial registered agent of the Corporation is Robert E. Stroud, whose business office is identical with the registered office and who is a resident of Virginia and a member of the Virginia State Bar.

ARTICLE V LIMIT ON LIABILITY AND INDEMNIFICATION

5.1. **Definitions.** For purposes of this Article V the following definitions shall apply:

- (a) "Corporation" for purposes of this Article V, means this Corporation only and no predecessor entity or other legal entity;
- (b) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation and appeal, as well as any amounts expended in asserting a claim for indemnification;
- (c) "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;
- (d) "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan or other enterprise;
- (e) "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and
- (f) "proceeding" means any threatened, pending, or completed action, suit, proceeding or appeal whether civil, criminal, administrative or investigative and whether formal or informal.

5.2. **Limit on Liability.** In every instance in which the Virginia Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the

corporation or its shareholders, the directors and officers of this Corporation shall not be liable to the Corporation or its shareholders.

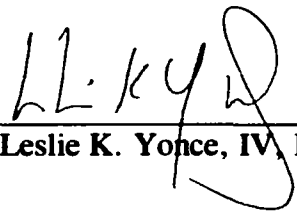
5.3. Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation, or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled, directly or indirectly, by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Section 5.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in Section 5.4 of this Article V provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 5.3.

5.4. Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Section 5.3 of this Article V, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section 5.4 is permissible, the authorization of such indemnification and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made,

or as otherwise provided by law. No person's rights under Section 5.3 of this Article V shall be limited by the provisions of this Section 5.4.

5.5 Miscellaneous. The rights of each person entitled to indemnification under this Article V shall inure to the benefit of such person's heirs, executors and administrators. Special legal counsel selected to make determinations under this Article V may be counsel for the Corporation. Indemnification pursuant to this Article V shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent such person is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article V or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article V shall not be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article V or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article V, and to this end the provisions of this Article V are severable

Dated: October 21, 1998

By: 

Leslie K. Yonce, IV, Incorporator

